

**EXHIBIT A**

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
W.R. GRACE & CO., <i>et. al.</i>	:	Case No. 01-1139 (JKF)
	:	
Debtors	:	(Jointly Administered)

**ORDER APPROVING THIRD MONTHLY FEE APPLICATION OF  
PRICEWATERHOUSECOOPERS LLP, AUDITORS AND TAX CONSULTANTS  
FOR DEBTORS, FOR ALLOWANCE OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR DECEMBER 2002**

Upon consideration of the Third Monthly Fee Application of PricewaterhouseCoopers LLP (“PwC”), Auditors and Tax Consultants for Debtors, for Allowance of Compensation and Reimbursement of Expenses for December 2002 (the “Application”); and upon the Certification of W. Larry Farmer in support of the Application; and upon notice having been given pursuant to Bankruptcy Rule 2002(a)(7) and (c)(2); and due consideration having been given to any responses thereto, and sufficient cause having been shown therefor, it is hereby:

ORDERED that the Monthly Fee Application is approved, and it is further

ORDERED that the compensation for services rendered in the amount of \$99,171.50, and reimbursement of expenses incurred in the amount of \$3,941.77, is hereby granted to PwC.

Dated:                   , 2003

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United States Bankruptcy Judge